

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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KDH CONSULTING GROUP LLC,

Plaintiff,

- against -

ITERATIVE CAPITAL MANAGEMENT, LP,
et al.,

Defendants.
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USDC SDNY
DOCUMENT
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DOC #:
DATE FILED: March 25, 2021

20 Civ. 3274 (VM)

ORDER

VICTOR MARRERO, United States District Judge.

On March 24, 2021, KDH Consulting Group LLC ("Plaintiff" or "KDH") submitted a letter motion requesting leave to seek the immediate return of KDH's pro rata share of the Fund's assets by an order to show cause. (See Dkt. No. 66.) On March 25, 2021, Defendants submitted a letter opposing KDH's request. (See Dkt. No. 66.)

Having reviewed the correspondence, the Court DENIES KDH's request. The Court is persuaded by Defendants' submission that resolving KDH's claim would require interpreting and applying the terms of the parties' contractual agreement. Defendants allege that various provisions of the Limited Partnership Agreement ("LPA") authorize their conduct, and although KDH disagrees and argues that the LPA does not speak to this issue, it is apparent in either event that any determination on the validity of Defendants' withholding of KDH's share requires

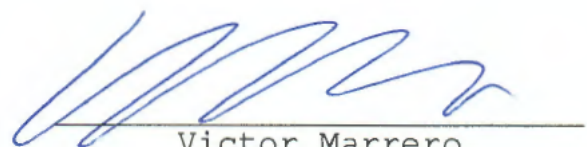
recourse to, and interpretation of, the contractual language. But the Court has previously explained that it lacks jurisdiction over claims arising from the parties' contract in light of the forum-selection clause contained therein. (See Dkt. No. 37.) Moreover, the Court can exercise jurisdiction over only KDH's federal securities-fraud claims, which the Court limited to conduct inducing KDH's initial January 2018 investment. (See Dkt. No. 65.) Because evaluating KDH's allegations would involve ascertaining the validity of Defendants' conduct postdating its initial investment, the allegations lack a significant connection with the instant suit. For these reasons, the Court concludes that KDH's request is not appropriately directed to this Court.

Accordingly, it is hereby

ORDERED that the letter motion filed by Plaintiff KDH Consulting Group LLC ("KDH") for leave to seek the immediate return of KDH's pro rata share of the Fund's assets by an order to show cause (Dkt. No. 66) is **DENIED**.

SO ORDERED.

Dated: New York, New York
25 March 2021


Victor Marrero
U.S.D.J.